

KEYSTONE BUSINESS FORMS LIMITED

*(Incorporated in British Columbia)***NOTICE OF ANNUAL GENERAL MEETING
AND INFORMATION CIRCULAR****NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Annual General Meeting of KEYSTONE BUSINESS FORMS LIMITED will be held at the HOTEL GEORGIA in the Tudor Room, 801 West Georgia Street, in the City of Vancouver, Province of British Columbia, on WEDNESDAY the 10th day of April, 1974, at the hour of 10:00 o'clock in the forenoon, for the following purposes:

- 1) To receive and consider the report of the Directors, the Financial Statements, and the Report of the Auditors thereon;
- 2) To confirm the acts of the Directors;
- 3) to elect Directors;
- 4) To appoint Auditors;
- 5) To alter the Articles of the Company to give the Company power to buy its own shares and in proper circumstances to indemnify the Directors;
- 6) To transact such other business as may properly come before the Meeting or any adjournment thereof.

Copies of the Reports and Financial Statements to be presented to the Meeting are enclosed herewith.

DATED at Vancouver, British Columbia, this 19th day of March, 1974.

BY ORDER OF THE BOARD

C. H. FOSTER
Secretary

INFORMATION CIRCULAR

Solicitation of Proxies

This information circular is furnished in connection with the SOLICITATION BY THE MANAGEMENT of KEYSTONE BUSINESS FORMS LIMITED of proxies to be used at the Annual General Meeting of Shareholders of the Company to be held at the time and place and for the purposes set forth in the Notice of Meeting. It is expected that the solicitation will be primarily by mail. The cost of solicitation by Management will be borne by the Company. The Company may reimburse persons holding shares in their names or those of their nominees for their expenses in sending soliciting material to their principals.

Appointment and Revocation of Proxies

Completed proxies should be lodged with the REGISTRAR AND TRANSFER AGENT, Canada Permanent Trust Company, 455 Granville Street, Vancouver, B.C., not later than MONDAY the 8th day of APRIL, 1974. A shareholder desiring to appoint a person to represent him at the Meeting, other than the persons named in the form of the accompanying proxy, may do so either by striking out the name of such persons and inserting the name of his nominee in the blank space provided, or by completing another form of proxy.

A shareholder who has given a proxy may revoke it either, (a), by signing a proxy bearing a later date and delivering it in the manner indicated above, or (b), as to any matter to which a vote shall not already have been cast pursuant to the authority covered by such proxy, by signing written notice of revocation and delivering it to the Secretary or the Chairman at the meeting, or (c), by attending and voting at the meeting.

The shares represented by proxy shall be voted on any poll in accordance with the specifications so made, if any.

Exercise of Discretion by Proxies

The persons named in the accompanying form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. In the absence of such direction, shares shall be voted for the approval of the Directors' Report and Financial Statements and for the election of Directors, the appointment of Auditors, and to alter the Company's Articles, as stated under those headings in this circular. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the meeting. At the time of printing this circular the Management of the Company knows of no such amendment, variation or other matter to come before the meeting other than the matters referred to in the Notice of Meeting.

Voting shares

On the 18th day of March 1974, the Company had outstanding 333,333 Common Shares without par value, each carrying the right to one vote per share.

GORDON ELWYN LENNOX, as of the 18th of March 1974, owned 110,599 Common Shares of the Company representing 33% of the outstanding shares.

MICHAEL JOSEPH KELLY, as of the 18th day of March 1974, owned 45,833 Common Shares of the Company representing 13.75% of the outstanding shares.

The Directors and Senior Officers do not know of any other person or company who owns beneficially more than 10% of the outstanding shares of the Company. Registered shareholders at the time of the meeting are entitled to vote at the meeting.

Pending Prosecution

An Indictment dated the 17th day of May 1972 issued out of the Supreme Court of Ontario by the Crown was served upon the Company. Under the terms of the Indictment the Company is charged along with a number of others in the same business, of conspiring to prevent or lessen, unduly, competition in the production etc. of articles or commodities that may be the subject of Trade or Commerce, to wit: business forms, contrary to the Combines Investigation Act.

This issue has been tried and Judgement has been reserved.

Election of Directors

The Articles of the Company provide that the number of Directors shall be not less than two nor more than seven, and it is intended that the number of Directors acting on behalf of the Company shall be seven, to be elected annually. The persons named in the enclosed form of proxy intend to vote for the election of the nominees whose names are set forth below, each of whom has in writing consented to act as a Director, all of whom are now members of the Board of Directors and have been since the date indicated. The Management does not contemplate that any of the nominees will be unable to serve as a Director, but, if that should occur for any reason prior to the meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each Director elected will hold office until the next Annual General Meeting or until his successor is duly elected, unless his office is earlier vacated, in accordance with the Articles of the Company.

The following table states the names of all the persons proposed to be nominated for election as Directors, all other positions with the Company now held by them, if any, the nominee's principal occupation or employment and resident address, the year in which they became directors of the Company, the approximate number of Common Shares of the Company beneficially owned directly or indirectly by each of them as of the 18th of March 1974.

<u>Nominee</u>	<u>Principal Occupation & Resident Address</u>	<u>Director Since</u>	<u>Shares Owned</u>
GORDON ARTHUR CHRISTOPHER	Land Developer, Christopher Enterprises Ltd. 1668 W. 40th Ave., Vancouver, B.C.	1973	Nil
STANLEY OLIVER DAVIES	Retired 2155 Shafton Place, West Vancouver, B.C.	1968	18,333
CHARLES HARDY FOSTER	Secretary, Keystone Business Forms Limited, 750 Keith Road, West Vancouver, B.C.	1960	6,000

<u>Nominee</u>	<u>Principal Occupation & Resident Address</u>	<u>Director Since</u>	<u>Shares Owned</u>
REGINALD PEARCE GILLINGHAM	Sales Supervisor, Keystone Business Forms Limited, 93 Deep-Dene Place, West Vancouver, B.C.	1955	18,333
MICHAEL JOSEPH KELLY	Vice President, Treasurer and Sales Manager, Keystone Business Forms Limited, 4182 West King Edward, Vancouver, B.C.	1955	45,833
GORDON ELWYN LENNOX	President and General Manager, Keystone Business Forms Limited, 2208 West 32nd Avenue, Vancouver, B.C.	1953	110,599
EVANS ERNEST WASSON, Q.C.	Barrister & Solicitor, 901 - 2055 Pendrell Street, Vancouver, B.C.	1971	100

Remuneration of Directors and Senior Officers

The aggregate direct remuneration paid by the Company during the 1973 fiscal year to the Directors and Senior Officers as defined by the British Columbia Securities Act, amounted to \$120,497.00.

Cost of Pension Benefits

The cost to the Company in the 1973 fiscal year of all pension benefits to be paid to Senior Officers at normal retirement amounted to \$6,646.00.

Retirement Benefits of Senior Officers

Messrs. Foster, Gillingham, Kelly, Lennox and Peacey, five Senior Officers, are covered by a contributing pension plan under the terms of which each employee contributes 5% of his salary and the Company pays the balance of the cost necessary to provide a pension equal to 2% of average earnings for each year of service.

Appointment of Auditors

Messrs. Culver & Co., Chartered Accountants, 1055 West Hastings Street, Vancouver, B.C., are standing for appointment.

The Company's Articles

Under the terms of the 1973 Companies Act of the Province of British Columbia, the Company can take the power of purchasing its own shares and of indemnifying the Directors with the approval of the Court in proper circumstances. The Company is advised that it is in the interest of the Company to alter its Articles in these respects.